

Exhibit 2

**IN THE UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF MISSOURI
WESTERN DIVISION**

RHONDA BURNETT, JEROD BREIT,
HOLLEE ELLIS, FRANCES HARVEY, and
JEREMY KEEL, on behalf of themselves and
all others similarly situated,

Plaintiffs,

v.

THE NATIONAL ASSOCIATION OF
REALTORS, REALOGY HOLDINGS
CORP., HOMESERVICES OF AMERICA,
INC., BHH AFFILIATES, LLC, HSF
AFFILIATES, LLC, RE/MAX LLC, and
KELLER WILLIAMS REALTY, INC.,

Defendants.

Case No. 19-CV-00332-SRB

**DECLARATION OF MICHAEL S. KETCHMARK
IN SUPPORT OF CLASS COUNSEL'S MOTION
FOR ATTORNEYS' FEES, COSTS, EXPENSES AND SERVICE AWARDS**

I, Michael S. Ketchmark, hereby declare as follows:

1. I am a partner at Ketchmark & McCreight, P.C. in Kansas City, Missouri, and counsel for the Plaintiffs and the Class in the *Burnett* action. I submit this declaration in support of Plaintiffs' Motion for Attorneys' Fees, Expenses and Service Awards. I make this statement of my own personal knowledge, and if called to testify, would testify competently thereto.

2. The following is a brief description of my professional background. I have practiced law for over 30 years and am a founding partner of Ketchmark & McCreight, where I focus my practice on complex litigation and trial practice. I have obtained many large jury verdicts, including some of the largest in Missouri history. As the Court is aware, my firm and our co-counsel in this case successfully navigated this case from its infancy to a \$1.785 billion jury

verdict. For my role in acting as lead trial counsel in this case, I was named Missouri Lawyer of the Year.

3. The other lawyers in our firm working on this matter are Scott McCreight, Ben Fadler, and Steven Ketchmark. They likewise have each worked on the major cases in which our firm has achieved record-setting results. Mr. McCreight, who clerked for the Honorable John R. Gibson of the United States Court of Appeals for the Eighth Circuit, has extensive experience in complex litigation and took the lead in shaping the legal analysis and drafting the major briefing in this case. Mr. Fadler has tried over 25 jury trials to verdict, including a recent case where he obtained one of the largest personal injury verdicts in Wisconsin history. He second-chaired the trial in this case.

4. Our firm has spent most of its time over the last three years working on the *Burnett* matter. We have played a leading role in virtually every aspect of the case, including the taking of depositions (fact and expert), locating and producing plaintiffs' experts, preparing the briefing for and arguing the major legal issues, conducting settlement negotiations, and acting as trial counsel. I personally took the lead in almost all the depositions.

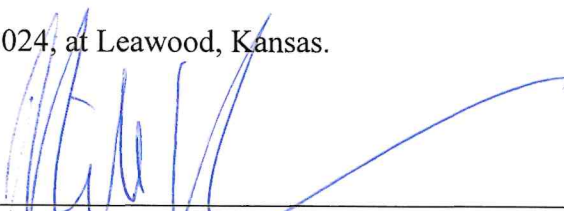
5. All attorneys at our firm were instructed to keep contemporaneous time records reflecting their time spent on the case, and did so. The attached Schedule 1 reports the time spent by our firm's personnel from inception until January 31, 2024. The total for this Schedule is \$22,709,710.00. This submission does not include time relating to this motion. All hourly rates are my firm's usual and customary rates, for this and other similar matters as of January 31, 2024. The rates are based on regular and ongoing monitoring of prevailing market rates for attorneys of comparable skill, experience and qualifications.

6. Our firm has dedicated more resources to the prosecution of this litigation than any other case in our history. The time we have spent on this case over the last three years has substantially limited our ability to take on other profitable work. Because our office is relatively small, any time we spend on this case necessarily reduces the time we have available to work on other matters. I have personally declined to work on numerous promising cases due to my commitments in prosecuting this case.

7. Through January 31, 2024, our firm has advanced out-of-pocket a total of \$5,744,767.68 in expenses (after the exercise of billing judgment) reasonably and necessarily incurred in connection with the prosecution of this matter. These expenses are reflected in the books and records regularly kept and maintained by my firm. It is my opinion that the Settlements would have never been reached without the expenditure of these expenses. Although there were multiple defendants in this case, due to the joint and several liability nature of the case, all of the time and expenses spent in furtherance of the case against one defendant applied to the time and expenses against another defendant. The attached Schedule 2 summarizes these expenses.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 29th day of February, 2024, at Leawood, Kansas.



MICHAEL S. KETCHMARK

SCHEDULE 1

TIMEKEEPER	POSITION	HOURS	RATE	TOTAL
Michael Ketchmark	Partner	6,314.7	\$1,450	\$9,156,315.00
Scott McCreight	Partner	6,121.2	\$1,350	\$8,263,620.00
Ben Fadler	Partner	2,145.5	\$1,250	\$2,681,875.00
Steven Ketchmark	Associate	968.0	\$600	\$580,800.00
Dana Hotchkiss	Paralegal	3,570.0	\$300	\$1,071,000.00
Megan Patrick	Paralegal	3,187.0	\$300	\$956,100.00
	TOTAL	22,306.4	TOTAL	\$22,709,710.00
	HOURS			

SCHEDULE 2

ACTIVITY	TOTAL COST
Class Certification Notice	\$257,561.62
Copy & Print	\$173,790.19
Court Fees	\$403.00
Document Storage, Production & ESI	\$305,461.13
Depositions	\$384,599.91
Experts & Consultants	\$4,124,047.29
Mediation	\$28,677.81
Miscellaneous	\$766.10
Postage	\$6,152.84
Process Service	\$1,138.14
Records & Transcripts	\$138,485.86
Research	\$16,878.04
Travel & Meals	\$265,931.51
Trial	\$40,874.24
TOTAL	\$5,744,767.68